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October 4, 2000

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 7447-M FILED

OCT 4 '00 3-23 PM

<sup>75</sup>  
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release of Lease, a secondary document, dated as of September 29, 2000. The primary document to which this is connected is recorded under Recordation No. 7447. We request that one copy of this document be recorded under Recordation No. 7447-M.

The name and address of the party to the Partial Release of Lease is:

Lessor:

GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Lessee:

Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

A description of the equipment covered by the Partial Release of Lease consists of two 52' 150-ton depressed center flat cars numbered WP 1601 and 1602.

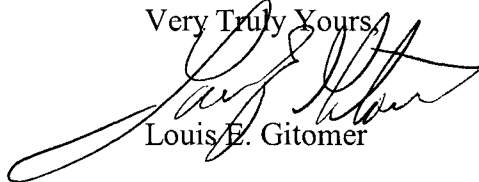
Honorable Vernon A. Williams  
October 4, 2000  
Page 2

A fee of \$ 26.00 is enclosed. Please return two originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Release of Lease between GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179, covering two 52' 150-ton depressed center flat cars numbered WP 1601 and 1602.

Very Truly Yours,



Louis E. Gitomer

Enclosures

OCT 4 '00

3-23 PM

## PARTIAL RELEASE OF LEASE

## SURFACE TRANSPORTATION BOARD

This Partial Release of Lease (the "Partial Release"), dated as of September 29, 2000, releases the lien created on two 52' 150-ton depressed center flat cars numbered WP 1601 and 1602 (the "Equipment"), by: (1) a Lease of Railroad Equipment (the "Lease"), dated as of February 1, 1974 between Western Pacific Railroad Company ("WP"), as lessee, and Wells Fargo Bank, National Association ("Wells Fargo"), as lessor and trustee under a Trust Agreement dated as of January 15, 1974 with Citizens Valley Bank, Commerce Bank of Kansas City, N.A., Crocker National Bank, GATX Aircraft Corporation, and Midland National Bank of Minneapolis, the owner participants, which was recorded at the Interstate Commerce Commission (the "ICC") under Recordation Number 7447 on March 26, 1974, including an Assignment of Lease and Agreement, dated as of February 1, 1974, between Wells Fargo, as assignor, and United States Trust Company of New York ("US Trust"), as agent under a Finance Agreement dated as of February 1, 1974; (2) an Amendment Agreement, dated as of June 1, 1974 among WP, as lessee, Wells Fargo, as trustee, and US Trust, as agent, which was recorded at the ICC under Recordation Number 7447-A on July 1, 1974; (3) an Amendment Agreement, dated as of October 15, 1974 among WP, as lessee, Wells Fargo, as trustee, and US Trust, as agent, which was recorded at the ICC under Recordation Number 7447-B on November 13, 1974; (4) an Assignment and Assumption Agreement dated April 4, 1979 between WP, as assignor, and The Western Pacific Railroad Company, formerly named Newrail Company, Inc. (The "New WP"), as assignee, which was recorded at the ICC under Recordation Number 7447-C on July 23, 1979; (5) an Agreement to Assign and Transfer Interest in Lease of Railroad Equipment and in Assignment of Lease and Agreement, dated August 17, 1987, between Wells

Fargo, as assignor, and Bankers Trust Company of California, National Association (“Bankers Trust”), as assignee, which was recorded at the ICC under Recordation Number 7447-D on December 3, 1987; (6) Amendment No. 1 to Lease of Railroad Equipment, dated as of January 1, 1990, between Bankers Trust, as trustee and lessor, and Union Pacific Railroad Company (“UP”), successor to the New WP, as lessee, which was recorded at the ICC under Recordation Number 7447-E on October 22, 1990; (7) a Bill of Sale dated October 31, 1992 by First Trust of California, National Association, successor to Bankers Trust, as trustee and seller, to GATX Third Aircraft Corporation (“GATX Third”), which was recorded at the ICC under Recordation Number 7447-F on February 25, 1993; and (8) Amendment No. 2 to Lease of Railroad Equipment, dated as of January 1, 1993, between GATX Third, as lessor, and UP, as lessee, which was recorded at the ICC under Recordation Number 7447-G on March 26, 1993 (all referred to as the “Lease Documents”).

WHEREAS, GATX Third and UP desire to terminate and cancel the Lease Documents in part and to record this partial termination and cancellation with respect to the Equipment;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, GATX Third and UP agree as follows:

1. GATX Third and UP hereby terminate and cancel the Lease Documents with respect to the Equipment.

2. All of the interest of the UP, its successors and assigns, in the Equipment arising pursuant to the Lease Documents have been terminated.

3. GATX Third hereby releases any lien on the Equipment created by or arising out of the Lease Documents.

4. GATX Third and UP agree to record this Partial Release of Lease with the Board so as to release the lien with respect to the Equipment.

5. This Partial Release of Lease may be executed by the parties in any number of counterparts, each executed counterpart constituting an original but altogether one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Partial Release of Lease to be duly executed and delivered by their authorized officers as of the day and year first above written.

GATX THIRD AIRCRAFT CORPORATION

By: 

Name: Daniel J. Jerabek

Its: VP

UNION PACIFIC RAILROAD COMPANY

By: 

Name: DAVE BEIGHLEY

Its: S.R. MGR. PURCHASING

State of \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of GATX Third Aircraft Corporation, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

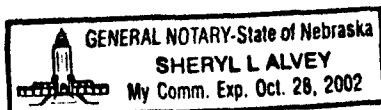
\_\_\_\_\_  
Notary Public  
My commission expires:

[CORPORATE SEAL]

State of Nebraska )  
County of Douglas ) ss.

On this 24th day of September, 2000, before me personally appeared Dave Bechtel, to me personally known, who, being by me duly sworn, says that he is Gen. Mgr. Pittsburgh of Union Pacific Railroad Company, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Sheryl L. Alvey  
Notary Public  
My commission expires:



[CORPORATE SEAL]

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

San Francisco

SS.

On October 3, 2000

Date

before me, Christopher Delyani, N.P.

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared

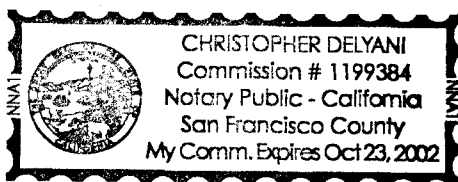
Daniel J. Jerabek

Name(s) of Signer(s)

☒ personally known to me

☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Christopher Delyani  
Signature of Notary Public

## OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

### Description of Attached Document

Title or Type of Document:

Partial Release of Lease

Document Date:

September 29, 2000

Number of Pages:

3

Signer(s) Other Than Named Above:

Dave Beighley

### Capacity(ies) Claimed by Signer

Signer's Name:

Daniel J. Jerabek

☐ Individual

☒ Corporate Officer — Title(s):

Vice President

☐ Partner — ☐ Limited ☐ General

☐ Attorney in Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other:

Signer Is Representing:

GATX Third Aircraft Corporation

RIGHT THUMBPRINT  
OF SIGNER

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